

UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF OHIO, WESTERN DIVISION

BP CARE, INC.

Plaintiff,

v.

TOMMY THOMPSON, SECRETARY OF
HEALTH AND HUMAN SERVICES, and

UNITED STATES DEPARTMENT OF
HEALTH AND HUMAN SERVICES, et al.

Defendants.

Case No. C-1-01-526

Hon. Susan J. Dlott,
District Court Judge

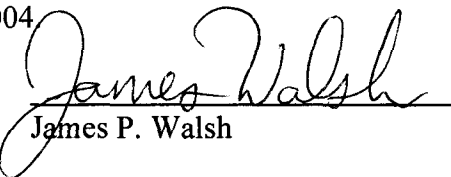
DECLARATION OF JAMES WALSH

I, James Walsh, state and declare as follows:

1. I am an Assistant Regional Counsel for the Office of the General Counsel, U.S. Department of Health and Human Services, Region V.
2. The attached documents are true and correct copies of corporate filings by BP Care, Inc., RCR North, Inc., and Regal Care Residences, Inc., which I printed from the Ohio Secretary of State's "Business Services Queries" database on February 27, 2004.
3. The URL for the Ohio Secretary of State's website is: www.sos.state.oh.us.
4. The web address of the Ohio Secretary of State's "Business Services Queries" is:
http://www.sos.state.oh.us/servlet/page?_pageid=56,62&_dad=porthope&_schema=POR
THOPE.

Pursuant to 28 U.S.C. 1746, I declare under penalty of perjury that the foregoing is true and correct. Further more the declarant sayeth naught.

Executed on this first day of March, 2004


James P. Walsh

Case No.
C-1-01-526
HHS Ex. 2

**ARTICLES OF INCORPORATION
OF
BP CARE, INC.
(Under Chapter 1701.01 et seq.)
Profit Corporation**

APPROVED

By PA
Date 7/19/99
Amount \$2500

RECEIVED

JUL 16 1999

SECRETARY OF STATE

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01, *et seq.* of the Revised Code of Ohio, do hereby certify:

Article I

The name of the corporation shall be BP Care, Inc.

Article II

The place in Ohio where its principal office is to be located is Hamilton, Butler County, Ohio.

Article III

The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive of the Ohio Revised Code.


Article IV

The number of shares which the corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

Article V

The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereto subscribed my name this 16th day of July, 1999.


Randall Richards
Incorporator

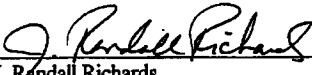
ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of BP Care, Inc., hereby appoint J. Randall Richards, Attorney at Law, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is:

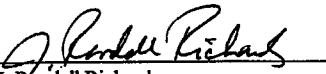
J. Randall Richards
Attorney at Law
17 South High Street, Suite 600
Columbus, Franklin County, Ohio 43215

Date: July 16, 1999


J. Randall Richards
Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, J. Randall Richards, named herein as statutory agent for BP Care, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.


J. Randall Richards
Attorney at Law

F:\CLIENTS\KING\BP Care\BP Care.ino.doc

Prescribed by **J. Kenneth Blackwell**

Please obtain the amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

Central Office: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

☐ **UNIFORM COMMERCIAL CODE FILINGS**

☒ **CORPORATE FILINGS**

CORPORATIONS ONLY



**EXPEDITE
SERVICE**

95
475

CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Geoffrey E. Webster
NAME OF YOUR FIRM OR COMPANY

CHAR
ATTN

17 S. High St.
STREET ADDRESS

Cumtbs
CITY

OH
STATE

43215
ZIP

461-1156
TELEPHONE

UCC ONLY



MAIL



PICK UP

IF NOT CHECKED, IT WILL BE MAILED

Case No.
C-1-01-526
HHS Ex. 2

Doc ID --> 199920100464

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	8/ 5/1999	199920100464	ARF DOMESTIC ARTICLES/FOR PROFIT	85.00	10.00	0.00	0.00	0.00
TOTAL				85.00	10.00	0.00	0.00	0.00

Return To:
 GEOFFREY E. WEBSTER
 ATTN CHAR
 17 S HIGH ST
 COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

1091061

It is hereby certified that the Secretary of State of Ohio has custody of the business records for BP CARE, INC. and that said business records show the filing and recording of:

Document(s)
 DOMESTIC ARTICLES/FOR PROFIT

Document No(s):
 199920100464

United States of America
 State of Ohio
 Office of the Secretary of State



Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 16th day of
 July, A.D. 1999

J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State

Case No.
 C-1-01-526
 HHS Ex. 2

Doc ID --> 200011500956

Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

Central Ohio: (614) 466-3910 Toll Free: 1-877-SOS-FILE 1-877-767-0451

Exceeds this form

Yes

TRADE NAME REGISTRATION

1. The exact Trade Name being registered is
The Residence at Kensington Place
 (SEE INSTRUCTIONS # 1)

Please note that registration of a trade name is NOT an AUTHORIZATION from the Secretary of State's office to use the name. Registration under a particular name means that the name is available for registration pursuant to the name availability standard set forth in Ohio Revised Code Section 1329.02. Registration with the Secretary of State's office will not protect the user from any lawful claims of persons/entities having superior rights in the same or a similar name.

2. The registrant is: (check appropriate box)

☐ an individual ☐ General Partnership
☐ a Limited Partnership;
 Secretary of State Registration no. _____

☐ an Ohio Limited Liability Company, registration no. _____

☒ an Ohio corporation, charter no. 1091061

☐ a foreign corporation incorporated in the state of _____ holding Ohio license no. _____
 (SEE INSTRUCTIONS # 2)

☐ an unincorporated association
☐ a foreign limited liability company organized in the state of _____ and holding Ohio registration no. _____
☐ other _____

3. The name of the registrant designated in item 2 is:

BP CARE, INC.

NOTE: Where the registrant is a partnership, the name of the partnership must appear on this line. If the registrant is a foreign corporation licensed in Ohio under an assumed name, both the assumed name and actual corporate title of such corporation must appear on this line.

4. The business address of the registrant is:

6164 Salem Road

Cincinnati

(city, township, or village)

Hamilton

(county)

Ohio

(state)

(zip code)

NOTE: P.O. Box addresses are not acceptable.

5. Complete only if registrant is a partnership:

NAMES OF ALL GENERAL PARTNERS

COMPLETE RESIDENCE ADDRESS (including zip code)

NOTE: Pursuant to OAG 89-081, if a general partner is a foreign (out-of-state) corporation, it must be licensed to transact business in Ohio; if a general partner is a foreign corporation licensed in Ohio under an assumed name, please note both the assumed name and actual corporate title of such general partner.

J. Kenneth Blackwell
Secretary of State

- o The nature of business conducted by the registrant under the trade name is (please be specific):
Operation of a Nursing Home.

- The registrant has been using this trade name since April 19, 2000
(SEE INSTRUCTION #1) (month day year)

This document is signed by the applicant or by a
member or by any by any authorized officer of the applicant.

Signed: J. Kenneth Blackwell
Name: _____

Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please call Customer Service:
Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

☐ **UNIFORM COMMERCIAL CODE FILINGS**☒ **CORPORATE FILINGS****CORPORATIONS ONLY**☐ **EXPEDITE
SERVICE****CORRESPONDENCE****PLEASE RETURN THE ATTACHED DOCUMENTS TO:**Geoffrey E. Webster**NAME OF YOUR FIRM OR COMPANY**CITAR
ATTN17 South High Street, Suite 600
STREET ADDRESSColumbus Ohio 43215
CITY STATE ZIP(614) 461-1156
TELEPHONE**UCC ONLY**☐ **MAIL** ☐ **PICK UP**
IF NOT CHECKED, IT WILL BE MAILED

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 4/26/2000	200011500956	RNO TRADE NAME/ORIGINAL FILING	20.00	0.00	0.00	0.00	0.00
TOTAL			20.00	0.00	0.00	0.00	0.00

Return To:
GEOFFREY E. WEBSTER
ATTN CHAR
17 S HIGH ST STE 600
COLUMBUS, OH 43215-0000

—cut along the dotted line—



The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

1149937

It is hereby certified that the Secretary of State of Ohio has custody of the business records for THE RESIDENCE AT KENSINGTON PLACE and that said business records show the filing and recording of:

Document(s)
TRADE NAME/ORIGINAL FILING

Date of First Use: 4/19/2000
Expiration Date: 4/21/2005

Document No(s):
200011500956

Applicant:
BP CARE, INC.
6164 SALEM RD
CINCINNATI, OH 45230-0000

United States of America
State of Ohio
Office of the Secretary of State



Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 21st day of
April, A.D. 2000

J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

Doc ID --> 200106701552



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/08/2001	200106701552	DOMESTIC ARTICLES/FOR PROFIT (ARF)	85.00	10.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

GEOFFREY WEBSTER
17 SOUTH HIGH STREET
STE 600 (CHAR)
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****1213903**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

RCR NORTH, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200106701552

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 6th day of March, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

ARTICLES OF INCORPORATION
OF
RCR NORTH, INC.
(Under Chapter 1701.01 et seq.)
Profit Corporation

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01, *et seq.* of the Revised Code of Ohio, do hereby certify:

Article I

The name of the corporation shall be RCR North, Inc.

Article II

The place in Ohio where its principal office is to be located is Hamilton, Butler County, Ohio.

Article III

The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

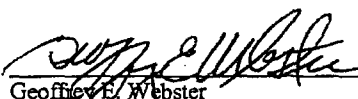
Article IV

The number of shares which the corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

Article V

The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereto subscribed my name this 6th day of March, 2001.


Geoffrey E. Webster
Incorporator

Case No.
C-1-01-526
HHS Ex. 2


ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of RCR North, Inc., hereby appoint Geoffrey E. Webster, Attorney at Law, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is:


Geoffrey E. Webster
Attorney at Law
17 South High Street, Suite 600
Columbus, Franklin County, Ohio 43215

Date: March 6, 2001


Geoffrey E. Webster
Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, Geoffrey E. Webster, named herein as statutory agent for RCR North, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.


Geoffrey E. Webster
Attorney at Law

Clients/caringon/newcorp/rcr.north/incorp01.065

Case No.
C-1-01-526
HHS Ex. 2

Doc ID --> 200112000408



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/30/2001	200112000408	MERGER/DOMESTIC (MER)	50.00	10.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER
17 S. HIGH ST.
SUITE 600
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****1213903**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

RCR NORTH, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

200112000408

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of May, A.D.
2001.

Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/30/2001	200112000408	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER
17 S. HIGH ST.
SUITE 600
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1091061

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

BP CARE, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200112000408



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of May, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/30/2001	200112000408	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER
17 S. HIGH ST.
SUITE 600
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

454914

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HAMILTON CARE, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200112000408



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of May, A.D.
2001.

J. Kenneth Blackwell

Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form

☒ Yes
CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

RCR North, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- ☒ Domestic (Ohio) for-profit corporation, charter number 1213903
- ☐ Domestic (Ohio) non-profit corporation, charter number _____
- ☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- ☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- ☐ Domestic (Ohio) limited liability company, with registration number _____
- ☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- ☐ Domestic (Ohio) limited partnership, with registration number _____
- ☐ Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio. _____
- ☐ Domestic (Ohio) partnership having limited liability, with the registration number _____

J. Kenneth Blackwell
Secretary of State

☐ Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

II. Merging Entities

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
Hamilton Care, Inc.	Ohio/USA	For Profit Corp
BP Care, Inc.	Ohio/USA	For Profit Corp
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Geoffrey E Webster 17 South High Street, Suite 600
(name) (street and number)
Columbus Ohio 43215
(city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective on: 05/01/01 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Geoffrey E. Webster 17 South High Street, Suite 600
(name) (street and number)
Columbus Ohio 42315
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.


Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VII. **Statement of Merger**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

VIII. **Amendments**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

IX. **Qualification or Licensure of Foreign Surviving Entity**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. **Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

a. The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

b. The name(s) of any Trade Name(s) under which the corporation will conduct business:

c. The location of the main office (non-Ohio) shall be:

(street address)

(city, township, or village) (county) (state) (zip code)

d. The principal office location in the state of Ohio shall be:

(street address)

(city, township, or village) (county) (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

e. The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

J. Kenneth Blackwell
Secretary of State

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

a. The name of the limited liability company in its state of organization/registration is _____

b. The name under which the limited liability company desires to transact business in Ohio is _____

c. The limited liability company was organized or registered on _____
under the laws of the state/country of _____

d. The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

a. The name of the limited partnership is _____

b. The limited partnership was formed on _____

c. The address of the office of the limited partnership in its state/country of organization is:

(street address)

(city, township, or village)

(country)

(state)

(zip code)

d. The limited partnership's principal office address is:

(street address)

(city, township, or village)

(country)

(state)

(zip code)

e. The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

4. Foreign Qualifying Partnership Having Limited Liability

a. The name of the partnership shall be _____

Doc ID --> 200112000408

J. Kenneth Blackwell

Secretary of State

b. Please complete the following appropriate section (either item b1 or b2):

1. The address of the partnership's principal office in Ohio is:

(street name and number) , Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

2. The address of the partnership's principal office (Non-Ohio):

(street address)

(city, township, or village) (state) (zip code)

c. The name and address of a statutory agent for service of process in Ohio is as follows:

(name) (street and number)

(city, village or township) , Ohio (zip code)

d. Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

e. The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Hamilton Care, Inc.
Exact name of entity

By: _____
Its: _____
Date: _____

RCR North, Inc.
Exact name of entity

By: _____
Its: _____
Date: _____

BP Care, Inc.
Exact name of entity

By: _____
Its: _____
Date: _____

Exact name of entity

By: _____
Its: _____
Date: _____

Exact name of entity

By: _____
Its: _____
Date: _____

Exact name of entity

By: _____
Its: _____
Date: _____

154-MER

Page 5 of 6

Version: May 1, 1999

Case No.
C-1-01-526
HHS Ex. 2

Doc ID --> 200221103764



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/31/2002	200221103764	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

WEBSTER & ASSOCIATES
ATTN: J. RANDALL RICHARDS
TWO MIRANOVA PL - 310
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell**

1332025

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

REGAL CARE RESIDENCES, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200221103764

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 29th day of July, A.D.
2002.

J. Kenneth Blackwell
Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

ARTICLES OF INCORPORATION
OF
REGAL CARE RESIDENCES, INC.
(Under Chapter 1701.01 et seq.)
Profit Corporation

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01, et seq. of the Revised Code of Ohio, do hereby certify:

FIRST: The name of the corporation shall be Regal Care Residences, Inc.

SECOND: The place in Ohio where its principal office is to be located is Hamilton, Butler County, Ohio.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

FIFTH: The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereto subscribed my name this 29th day of July, 2002.


J. Randall Richards
Incorporator

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SECRETARY OF STATE

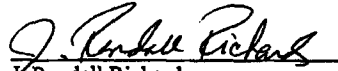
ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Regal Care Residences, Inc., hereby appoint J. Randall Richards, Attorney at Law, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is:

J. Randall Richards
Attorney at Law
Two Miranova Place, Suite 310
Columbus, Franklin County, Ohio 43215

Date: July 29, 2002


J. Randall Richards
Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, J. Randall Richards, named herein as statutory agent for Regal Care Residences, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.


J. Randall Richards

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/12/2002	200225501224	MERGER/DOMESTIC (MER)	125.00	.00	.00	.00	.00

Receipt
This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER, ATTORNEY
TWO MIRANOVA PLACE
SUITE 310
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1332025

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
REGAL CARE RESIDENCES, INC.

and, that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
200225501224



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 12th day of September,
A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

Doc ID --> 200225501224

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/12/2002	200225501224	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER, ATTORNEY
TWO MIRANOVA PLACE
SUITE 310
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****1213902**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

RCR CENTRAL, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200225501224

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 12th day of September,
A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

Doc ID --> 200225501224

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/12/2002	200225501224	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

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GEOFFREY E. WEBSTER, ATTORNEY
TWO MIRANOVA PLACE
SUITE 310
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell**

1213904

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

RCR EAST, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200225501224

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 12th day of September,
A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

Doc ID --> 200225501224

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/12/2002	200225501224	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER, ATTORNEY
TWO MIRANOVA PLACE
SUITE 310
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell**

1213903

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

RCR NORTH, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200225501224

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 12th day of September,
A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State

Case No.
C-1-01-526
HHS Ex. 2

Doc ID --> 200225501224



Prescribed **by J. Kenneth Blackwell**
 Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
 e-mail: bussserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

CERTIFICATE OF MERGER
 (For Domestic or Foreign, Profit or Non-Profit)
 Filing Fee \$125.00
 (154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Regal Care Residences, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- ☒ Domestic (Ohio) For-Profit Corporation, charter number 1332025
- ☐ Domestic (Ohio) Non-Profit Corporation, charter number _____
- ☐ Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- ☐ Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- ☐ Domestic (Ohio) Limited Liability Company, with registration number _____
- ☐ Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio, _____
- ☐ Domestic (Ohio) Limited Partnership, with registration number _____
- ☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

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- ☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- ☐ Domestic (Ohio) Partnership having limited liability, with the registration number _____
- ☐ Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- ☐ Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- ☐ General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

~~(Please list the Ohio charter, license/registration No. below)~~

Name / charter, license or registration number	State/Country of Organization	Type of Entity
RCR North, Inc./1213903	Butler, Ohio, USA	For profit
RCR East, Inc./1213904	Butler, Ohio, USA	For profit
RCR Central, Inc./1213902	Butler, Ohio, USA	For profit

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Geoffrey E. Webster _____ Two Miranova Place, Suite 310
(name) (street) **NOTE: P.O. Box Addresses are NOT acceptable.**

Columbus _____ Ohio _____ 43215
(city, village or township) (state) (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: October 1, 2002 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

J. Randall Richards Two Miranova Place, Suite 310
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
Columbus, Ohio 43215
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

☐ Attachments are provided ☒ No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
_____, Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)**1. Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is _____

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: _____

(c.) The location of the main office (non-Ohio) shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) Ohio (zip code)
(state)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
 (Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is _____

(b.) The name under which the limited liability company desires to transact business in Ohio is _____

(c.) The limited liability company was organized or registered on _____
 under the laws of the state/country of _____

- (d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

- (a.) The name of the limited partnership is

- (b.) The limited partnership was formed on _____

- (c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

- (d.) The limited partnership's principal office address is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

- (e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- (f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be _____

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then Items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, _____, _____
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, Ohio _____
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

RCR North, Inc.
(Exact name of entity)

By: [Signature]
Its: President

Date: _____

RCR East, Inc.
(Exact name of entity)

By: [Signature]
Its: President

Date: _____

RCR Central, Inc.
(Exact name of entity)

By: [Signature]
Its: President

Date: _____

Regal Care Residences, Inc.
(Exact name of entity)

By: [Signature]
Its: President

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____